



**INVITATION TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
PT BANK DANAMON INDONESIA TBK**

PT Bank Danamon Indonesia Tbk (the "Company") hereby invites the Shareholders of the Company to attend the Annual General Meeting of Shareholders (the "Meeting") of the Company which will be convened by physical and electronic (e-RUPS) through eASY.KSEI systems as follows:

Day/Date : Friday/ March 25<sup>th</sup>, 2022  
Time : 09:00 a.m. West Indonesia Time – Onwards  
Venue : Menara Bank Danamon, Auditorium, 23<sup>rd</sup> Floor,  
Jl. HR. Rasuna Said, Blok C No. 10, Karet Setiabudi, Jakarta 12920

Agenda :

1.
  - i. Approval of the Company's Annual Report For Financial Year ended on 31 December 2021;
  - ii. Approval of the Company's Consolidated Financial Statement for The Financial Year ended on 31 December 2021;
  - iii. Approval of the Supervisory Report of the Company's Board of Commissioners for the Financial Year ended on 31 December 2021;
  - iv. Approval to give acquit and discharge (*volledig acquit et decharge*) the Board of Directors of the Company and the Board of Commissioners of the Company for their management and supervision in the financial year ended on 31 December 2021;
2. Determination on the appropriation of the Company's profit for the financial year ended on 31 December 2021;
3. Appointment of the Public Accountant and Public Accounting Firm for financial year 2022;
4.
  - i. Determination of the remuneration or honorarium, bonus/tantieme, and other allowance for the Company's Board of Commissioners members and Sharia Supervisory Board members;
  - ii. Determination of the remuneration and allowance, bonus/tantieme, and/or other benefits for the Company's Board of Directors members;
5. Approval of Changing the Composition of Board Commissioners and Directors of the Company.

## **Explanation on the Agenda and Material of the Meeting**

### **Explanation of the 1<sup>st</sup> agenda:**

Observing Article 18 and Article 20 of the Company's Articles of Association in conjunction with Article 66, Article 67, Article 68, and Article 69 of the Law No.40 of 2007 on the Limited Liability Company ("Company Law"): to propose to the Meeting to (i) approve the annual report for financial year ended on 31 December 2021; (ii) approve/validate the consolidated financial statements for financial year ended on 31 December 2021 which was audited by the Public Accountants Firm of Imelda & Rekan (a member firm of Deloitte Touche Tohmatsu Limited) as described in the Independent Auditor's Report of 28 January 2022, Number 00015/2.1265/AU.1/07/0849-1/1/I/2022, with an unmodified opinion; (iii) approval the supervisory report of the Board of Commissioners of the Company for the financial year ended on 31 December 2021; and (iv) acquit and discharge (*volledig acquit et decharge*) the Board of Directors of the Company and the Board of Commissioners of the Company for their management and supervision in the financial year ended on 31 December 2021, provided that the management and supervision actions are reflected in the Company's annual report for the financial year ended on 31 December 2021.

### **Explanation of the 2<sup>nd</sup> agenda:**

Observing Article 20 paragraph 2 (b) and Article 25 of the Company's Articles of Association in conjunction with Article 70 and Article 71 of the Company Law: to propose to the Meeting to approve the determination on the appropriation of the Company's net profit for the financial year ended on 31 December 2021 to be allocated as mandatory reserve fund, distributed as dividend to Shareholders, and the remaining amount of the net profit which is not determined shall be posted as retained earnings.

### **Explanation of the 3<sup>rd</sup> agenda:**

Observing Article 20 paragraph 2 (c) of the Company's Articles of Association in conjunction with Article 68 of the Company Law, Article 13 (1) of Indonesia Financial Services Authority Regulation ("POJK") Number 13/POJK.03/2017 regarding Use of Services of Public Accountant and Public Accounting Firm in Financial Services Activities: to propose to the Meeting to reappoint Elisabeth Imelda as Public Accountant and Imelda & Rekan (a member firm of Deloitte Touche Tohmatsu Limited) as the Public Accounting Firm, which is registered in the Indonesia Financial Services Authority to audit the Company's consolidated financial statement for financial year 2022.

### **Explanation of the 4<sup>th</sup> agenda:**

Observing Article 11 paragraph 6, Article 14 paragraph 8, and Article 20 paragraph 2 (e) of the Company's Articles of Association in conjunction with Article 96 and Article 113 of the Company Law, to propose to the Meeting:

- a. approve the payment of bonus/tantieme of the Board of Commissioner, Sharia Supervisory Board, and Directors for financial year 2021;
- b. approve the total amount of remuneration and allowances of the of the Board of Commissioner, Sharia Supervisory Board, and Directors for financial year 2022;
- c. approve the delegation of authority to the President Commissioner to determine portion of tantieme/bonus for the financial year 2021, for each member of the Board of Commissioners based on the recommendation of Remuneration Committee and approve the delegation of authority to the Board of Commissioners to determine portion of tantieme/bonus for the financial year 2021 for each member of the Sharia Supervisory Board and Directors based on the recommendation of Remuneration Committee.

**Explanation of the 5<sup>th</sup> agenda:**

Referring to Article 14 paragraph 2, Article 11 paragraph 2 of the Company's Articles of Association conjunction POJK No.33/POJK.04/2014 regarding the Board of Directors and Board of Commissioners of the Public Company and POJK No.55/POJK.04/2016 regarding Implementation of Good Corporate Governance for Commercial Banks and Article 94 and 111 of the Company Law to propose to the Meeting to approve the changes of the composition of the Board of Commissioners and Directors of the Company with term of office until the closing of the Annual General Meeting of the Shareholders of the Company for financial year 2022 that will be held at latest on June 2023, without prejudice to the rights of the GMS to dismiss at any time.

Detail explanation of the Meeting agenda is available and can be accessed through the Company's website [www.danamon.co.id](http://www.danamon.co.id).

Materials of the Meeting are available at the Company's Head Office on the date of the Invitation of the Meeting and can be obtained by submitting a written request to the Company's Corporate Secretary, or can be downloaded directly from the Company's website.

**Explanation on the Quorum of Attendance and Voting Tabulation**

1. The Meeting shall be valid and can be conducted and pass binding decision if it is attended by the Shareholders or the valid Shareholders proxies that represent at least 2/3 (two-thirds) of the total shares issued by the Company with valid voting rights.
2. The Meeting decision must be taken based on the deliberation and consensus. In the event that consensus decision cannot be reached, the decision shall be valid if it is approved by more than 2/3 (two-thirds) of the total shares issued by the Company with valid voting rights who are attended or represented in the Meeting.

**General Provisions:**

1. This Meeting Invitation is the official invitation to the Company's Shareholders. The Company will not send a separate meeting invitation to the Shareholders. The Company also publishes this Meeting Invitation through Indonesia Stock Exchange's website, eASY.KSEI and Company's website.
2. Shareholders who are entitled to attend or to be represented in the Meeting are Shareholders whose names are registered in the Shareholders Register of the Company on March 1<sup>st</sup>, 2022 at 4:00 p.m. West Indonesia Time, whereas for Shareholders whose shares are in collective custody of PT Kustodian Sentral Efek Indonesia ("KSEI"), shall be based on the record of share account balance at the closing of Indonesia Stock Exchange trading session on March 1<sup>st</sup>, 2022.
3. Shareholders, whose shares are not yet on KSEI collective custody or with their eligible representative, that plan to attend the Meeting, must show the original or submit the copy of Collective Share Certificate and the copy of Identity Card ("ID") to the Registration Officer before entering into the Meeting room. For the Shareholders whose shares are in KSEI collective custody or their eligible representative that plan to attend the Meeting, must show the original of the Written Confirmation to Attend the Meeting (*Konfirmasi Tertulis Untuk Rapat* - "KTUR") that can be obtained through Members of Bourse or Custodian Bank and copy of ID.
4. Shareholders who are unable to attend or choose to not attend the Meeting may be represented by their proxies, with the following terms:

- a. Referring to the Financial Services Authority Regulation, the Company has provided an alternative for shareholders to provide electronic proxy (e-Proxy) to an Independent Party appointed by the Company to represent the Shareholders to attend and vote at the Meeting through the platform of Electronic General Meeting System ("eASY.KSEI") provided by KSEI; The appointed Independent Party is the Company's securities administration bureau, PT Adimitra Jasa Korpora. In the event that power of attorney is granted with e-Proxy, no legalization is required as mentioned in point d; or.
  - b. The representation shall be based on a legitimate power of attorney in a form acceptable to the Board of Directors of the Company or in accordance with the standard form of power of attorney that can be obtained during office hours at the Head Office of the Company or can be directly downloaded through the Company's website.
  - c. Members of the Board of Directors, Board of Commissioners and employees of the Company may act as any Shareholders' representative in the Meeting, provided that their votes shall not be included in the total number of votes casted in the Meeting.
  - d. The Power of Attorney from the Shareholders domiciled overseas shall be legalized by the relevant Indonesian Consulate.
  - e. The completed Power of Attorney Form shall be submitted to the Company via Share Administration Bureau, PT Adimitra Jasa Korpora ("AJK") at Kirana Boutique Office, Jl. Kirana Avenue III Blok F3 No.5 Kelapa Gading - Jakarta Utara 14250, Phone: +6221-29745222, Fax. +6221- 29289961, email: opr@adimitra-jk.co.id, at the latest of Tuesday dated March, 24<sup>th</sup>, 2022 at 12:00 p.m. West Indonesia Time.
5. The representative of Shareholders in the form of legal entity ("Corporate Shareholders") is required to submit that among others:
- a. Copy of the existing and applicable Articles of Association of the Corporate Shareholders,
  - b. Copy of the documents with regards to the appointment of incumbent members of the Board of Directors and the Board of Commissioners, and
  - c. Copy of ID Card from the Attorney/Principal of the Power of Attorney (when authorized)
- to the Company via AJK at the address as stated above latest March, 24<sup>th</sup>, 2022 at 12:00 p.m. West Indonesia Time.
6. In order to support Government's effort to prevent the transmission of Corona Virus Disease("COVID-19"), below is the shareholders' attendance mechanism via e-RUPS:
- a. Shareholders who will attend the Meeting with e-RUPS and e-Voting modules in eASY.KSEI application, must first be registered through <https://akses.ksei.co.id> 1 day prior to the Meeting at 12:00 Western Indonesian Time.
  - b. Shareholders and the proxies will receive a notification email 1 day prior to the Meeting.
  - c. Shareholders and the proxies must have an account in the KSEI Securities Ownership Reference facility ("AKSes KSEI") in order to access the Meeting link.
  - d. Webinar link is accessible through AKSes Web and AKSes Mobile.
  - e. In the Meeting day, the Shareholders who will attend the Meeting with e-RUPS and e-Voting modules must first do self-registration electronically in eASY KSEI through <https://akses.ksei.co.id>.
7. The Company suggests the Shareholders to authorize the electronic proxy (e-Proxy) through Easy.KSEI Application, with the following procedures:
- a. Shareholders must first be registered in the KSEI Securities Ownership Reference facility ("AKSes KSEI"). If the Shareholders have not been registered, please sign up by accessing the AKSes KSEI website (<https://akses.ksei.co.id/>);
  - b. Shareholders who have been registered as KSEI AKSes users, may authorize their proxies electronically (e-Proxy) through eASY.KSEI platform by logging in the eASY.KSEI Application;
  - c. Shareholders may declare their proxies and votes, change the appointment of their proxy and/or change the votes for agenda of the Meeting, as well as revoke the proxies,

within the period as of the date of this Invitation until 1 (one) working day before the date of the Meeting or at the latest on March 24<sup>th</sup>, 2022 at 12:00 Western Indonesian Time;

- d. Guidelines for registration, usage, and further explanation in regard to eASY.KSEI may be accessed to the eASY.KSEI Application.
8. Shareholders or their proxies who will be physically attend the Meeting, must follow the safety and health protocol applicable at the Meeting venue, as follows:
    - a. The Company requires every Shareholder or its proxy to have a PCR Swab Test with negative Covid-19 result obtained from a hospital, public health center, or clinic doctor, issued 3 days prior to the Meeting.
    - b. The Shareholders or its proxy must fill out the Health Declaration Form by scanning the QR Code or the form can be downloaded from the Company's website.
    - c. The Shareholders or its proxy must scanning the QR Code PeduliLindungi before entering the Meeting room.
    - d. Wear a mask at the Meeting's venue.
    - e. Do a body temperature measurement before entering the Meeting venue to ensure that the Meeting Attendants are not having a body temperature above normal (or higher than 37.2° Celsius)
    - f. Do the social distancing minimal of 1 meter while at the Meeting venue before the Meeting starts, at the Meeting, and after the Meeting is over
    - g. Do self-sanitation using the antiseptic/hand sanitizers provided in the area of the Meeting venue
    - h. Following the COVID-19 prevention protocol and procedure that is determined by the Company.
    - i. For health reasons and in the context of controlling and preventing the spread of the COVID-19, the Company does not provide food and drinks, goody bag products/souvenirs.
  9. In order to prevent the transmission of Covid-19 and implementation of social and physical distancing policy as well as considering the capacity of Meeting room of the Company, the Company strongly suggests to shareholders or their proxies may authorize the proxy to the independent party appointed by the Company PT Adimitra Jasa Korpora as Share Registrar of the Company or through eASY.KSEI application.
  10. The Shareholders of the Company are advised to read in advance the Meeting's Rules which can be downloaded through the Company's website and shall be distributed to the Shareholders before they enter the Meeting room.
  11. In order to facilitate the proper arrangement of the Meeting, the Shareholders or their representatives are respectfully requested to present at the Meeting latest by 08:30 a.m. West Indonesia Time.

**Jakarta, March 2<sup>nd</sup>, 2022**  
**PT Bank Danamon Indonesia Tbk**  
**The Board of Directors**